FORM D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

- Washington, D.C. 20549

### FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL 3235-0076 OMB Number: Expires: May 31,2005 Estimated average burden hours per response......16.00

SEC USE ONLY



Name of Offering ( check if this is	an amendment and name has changed, and indica	eate change.)	
West Coast Biologicals, Inc, Con	vertible Promissory Note and Warrant Issuance	<u> </u>	
Filing Under (Check box(es) that app	ly): □Rule 504 □ Rule 505 図R	Rule 506	, de
Type of Filing: ⊠New Filing	□Amendment	ATA PROPERTY OF THE PROPERTY O	
	A. BASIC IDENTIFICATION DA	ATA P	//
1. Enter the information requested a	about the issuer		ß
Name of Issuer (□ check if this is an	amendment and name has changed, and indicate	change.)	9/
West Coast Biologicals, Inc.			/
Address of Executive Offices	(Number and Street, City State, Zip Code	e) Telephone Number (Including Area Code)	
600 Townsend St, suite 120E, Sa	n Francisco, CA 94103	415.437.0132	
Address of Principal Business Operat	ions (Number and Street, City State, Zip Code	e) Telephone Number (Including Area Code)	
(if different from Executive Offices)	360 Langton St, suite 301 SF, CA 94103	415.437.0132	
Brief Description of Business	ζ.		
Biotechnology		PROCESSE	
Tune of Business Organization			
Type of Business Organization	☐ limited partnership, already formed	Other (please specify):	
☑ corporation ☐ business trust	limited partnership, an eady formed	U outer (please specify).	
LJ Ousiness dust	Month Year		
A studion Estimated Data of Incomo		☐ FINANCIAL ☐ Estimated	
Actual or Estimated Date of Incorpor			
Jurisdiction of Incorporation or Orga	ization: (Enter two-letter U.S. Postal Service	1 (΄ ( Δ )	

### **GENERAL INSTRUCTIONS**

Federal: Who Must File: All issues making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing thust contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filled with the SEC.

Filing Fee: There is no federal filing fee.

State: This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

#### A. BASIC IDENTIFICATION DATA Enter the information requested of the following: 2. Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ General and/or ☐ Promoter ☑Beneficial Owner **⊠**Executive Officer **⊠**Director Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Tucker, Sean Newton Business or Residence Address (Number and Street, City, State, Zip Code) 600 Townsend St., Suite 120E, San Francisco, CA 94103 ⊠Executive Officer ☑ Director General and/or Check Box(es) that Apply: □Promoter ■ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Chang, Frances Sharon Business or Residence Address (Number and Street, City, State, Zip Code) 146 Laidley St, San Francisco, CA 94131 ☑ Director ☐ General and/or Check Box(es) that Apply: ☐ Promoter ☑Beneficial Owner Managing Partner Full Name (Last name first, if individual) Tucker, Sylvia Rochelle Business or Residence Address (Number and Street, City, State, Zip Code) 11333 N. 92<sup>nd</sup> St #2031, Scottsdale, AZ 85260 ☐Beneficial Owner **☒** Executive Officer ☑ Director Check Box(es) that Apply: ☐ Promoter П General and/or Managing Partner Full Name (Last name first, if individual) Mark Backer Business or Residence Address (Number and Street, City, State, Zip Code) 600 Townsend St., Suite 120E, San Francisco, CA 94103 ☐ Executive Officer Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

☐ Executive Officer

□ Director

General and/or Managing Partner

☐ Beneficial Owner

Business or Residence Address (Number and Street, City, State, Zip Code)

☐ Promoter

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:

Full Name (Last name first, if individual)

1.	Has th	ne issuer so	old, or doe	s the issu	r intend'to	sell, to no	n-accredite	d investors	in this off	ering?	Yes		No 🗵
				Α	answer also	in Appendi	x, Column 2	, if filing ur	nder ULOE.				
2.	What	is the min	imum inve	stment tha	t will be ac	ccepted fro	om any indi	ividual?			\$	20,0	00
3.	Does	the offerin	g permit je	oint owner:	ship of a si	ngle unit?					Yes	X	No 🗆
4.	simila an ass or dea inforn	r remunera ociated pe der. If mo nation for t	ation for so rson or ago ore than fi that broker	olicitation of a brown to the of a brown of a brown or dealer of the order of the ore	of purchase oker or dear sons to be only.	ers in cont ler registe	nection wit red with th	h sales of s e SEC and	securities is or with a s	lirectly or in the offering state or state broker or of the control of the contro	ng. If a pes, list the	erson to b name of t	e listed is he broker
Full		(Last nam	ne first, if i	ndividual)									
Rus	N/A	r Residen	ce Address	Number	and Street	City Stat	e, Zip Cod	e)					
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	•												All States ID □
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Bus	siness o	or Residen	ce Address	(Number	and Street,	, City, Stat	te, Zip Cod	e)					
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Stat							cit Purchas					D A	All States
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Ful	l Name	(Last nan	ne first, if	individual)									
Bus	siness o	or Residen	ce Address	(Number	and Street,	, City, Stat	te, Zip Cod	e)	-				
Nar	ne of A	Associated	Broker or	Dealer	<del></del>	<del></del>							<del></del>
Stat	tes in V	Vhich Pers	on Listed	Has Solicit	ted or Inter	nds to Soli	cit Purchas	sers	<del></del>				
	(Chec		tes" or che	ck individu	ual states).		•••••				••••••	🗆 A	All States
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INFORMATION ABOUT OFFERING

B.

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING FRICE, NUMBER OF INVESTORS		D C	OL OF TRO			
1.	Enter the aggregate offering price of securities included in this offering amount already sold. Enter "0" if answer is "none" or "zero." If the treexchange offering, check this box $\square$ and indicate in the columns below the securities for exchange and already exchanged.	ansaction is an					
	Type of Security			Aggregate Tering Price	A		nt Already Sold
	Debt		\$_	0	. \$		0
	Equity	***************************************	\$	0	\$		0
	□ Common □ Pref	erred	_				
	Convertible Securities (including warrants)	•••••	\$_	295,000	\$		295,000
	Partnership Interests		<b>\$</b>	0	\$		0
	Other (Specify)		\$ <sup>_</sup>	0	-		0
	Total		\$ _	295,000	-		295,000
	Answer also in Appendix, Column 3, if filing under ULOE.		_		-		
2.	Enter the number of accredited and non-accredited investors who he securities in this offering and the aggregate dollar amounts of their p offerings under Rule 504, indicate the number of persons who he securities and the aggregate dollar amount of their purchases on the tot "0" if the answer is "none" or "zero."	urchases. For ave purchased				A	
				Number Investors	]	Dollai	gregate r Amount archases
	Accredited Investors			5	\$	2	295,000
	Non-accredited Investors	·······		0	-		0
	Total (for filings under Rule 504 only)	- 		·	- \$		
	Answer also in Appendix, Column 4, if filing under ULOE.	-			-		
	If this filing is for an offering under Rule 504 or 505, enter the information for all securities sold by the issuer, to date, in offerings of the types in twelve (12) months prior to the first sale of securities in this offer securities by type listed in Part $C$ – Question 1.	dicated, in the					
	Type of Offering			Type of Security	]		r Amount Sold
	Rule 505				\$		0
	Regulation A				\$		0
	Rule 504	····· <u>-</u>			\$		0
	Total	·····-			\$		0
	a. Furnish a statement of all expenses in connection with the distribution of the securities in this offering. Exclude amounts relation organization expenses of the issuer. The information may be given as succontingencies. If the amount of an expenditure is not known, furnish a check the box to the left of the estimate.	ting solely to bject to future					
	Transfer Agent's Fees	•••••	•••••		\$	_	
	Printing and Engraving Costs	•••••			\$		
	Legal Fees				\$		3,500
	Accounting Fees				\$		
	Engineering Fees				\$		
	Sales Commissions (specify finders' fees separately)				\$		
	Other Expenses (identify)				\$		
	Total				\$		3,500

	<ul> <li>b. Enter the difference between the aggrega</li> <li>Part C - Question 1 and total expenses furnis</li> <li>4.a. This difference is the "adjusted gross processing."</li> </ul>	shed in response to Part C	– Qu	estion			\$	291,500
5.	Indicate below the amount of the adjusted proposed to be used for each of the purposes is not known, furnish an estimate and check the total of the payments listed must equal the adforth in response to Part C – Question 4.b above	shown. If the amount for he box to the left of the es justed gross proceeds to the	any p timate	urpose . The	<del>;</del>			
					Payments to Officers, Directors & Affiliates			Payments to Others
	Salaries and fees			\$_			\$	120,000
	Purchase of real estate			\$_			\$	
	Purchase, rental or leasing and installment of r	nachinery and equipment		\$_			\$	10,000
	Construction or leasing of plant buildings and	facilities		\$_			\$	32,000
	Acquisition of other businesses (including involved in this offering that may be used in esecurities of another issuer pursuant to a merge	exchange for the assets or		\$_			\$	
	Repayment of indebtedness			\$_			\$	40,000
	Working capital			\$_			\$	4,500
	Other (specify): Research Expenses (consu	imables)		\$ _			\$	85,000
			0	\$			\$	
	Column Totals			\$			\$	291,500
	Total Payments Listed (column totals added)				☒ \$	2	91,50	0
		D. FEDERAL SIGN	ATUI	RE				
the wr	e issuer has duly caused this notice to be signed following signature constitutes an undertaking tten request of its staff, the information furnishe 502.	g by the issuer to furnish	to the	U.S.	Securities and Ex	chang	ge Co	mmission, upon
Iss	uer (Print or Type)	Signature / C	つ		Date	e		
	West Coast Biologicals, Inc.	Mal P. E	San	<u>La</u>	June	e 5, 20	006	
Na	me of Signer (Print or Type)	Title of Signer (Print or T	ype)					
	Mark Backer, Ph.D.	Chief Executive Offi	cer					

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

**ATTENTION** 

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STILL BIGHT CITE							
1.	• • •	sently subject to any of the disqualification provisi							
	Sec	Appendix, Column 5, for state response.							
2.	The undersigned issuer hereby undertakes to Form D (17 CFR 239.500) at such times as re	furnish to any state administrator of any state in wh quired by state law.	ich this notice is filed a notice or						
3.	The undersigned hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
4.	Limited Offering Exemption (ULOE) of the s	uer is familiar with the conditions that must be satistate in which this notice is filed and understands the festablishing that these conditions have been satis	at the issuer claiming the						
	e issuer has read this notification and knows the dersigned duly authorized person.	e contents to be true and has duly caused this notice	e to be signed on its behalf by th						
Iss	uer (Print or Type)	Signature /	Date						
West Coast Biologicals, Inc.		March P. Barbar	June 5, 2006						
Na	me (Print or Type)	Title (Print or Type)	-						
	Mark Backer, Ph.D.	Chief Executive Officer							

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

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	(Part B-	Item 1)	(Part C-Item 1)		(Part	C-Item 2)		(Part E-Item 1)	
			Convertible					]	
	į		Promissory	ļ		Number of	ļ		
İ			Note and	Number of		Non-			
			Related	Accredited		Accredited			
State	Yes	No	Warrants	Investors	Amount	Investors	Amount	Yes	No
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